

131195.3 SEQUENTIALLY NUMBERED COPY
1 of 14

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response	16.00



07068196

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (☐ Check if this is an amendment and name has changed, and indicate change.)

Senior secured convertible notes, unsecured convertible notes, senior secured convertible notes, and warrants

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ Check if this is an amendment and name has changed, and indicate change.)

Summit Global Logistics, Inc. (the "Company")

Address of Executive Offices (Number and Street, City, State, Zip Code)

One Meadowlands Plaza East Rutherford, New Jersey 07073

Telephone Number (Including Area Code)

201-806-3700

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

A public, international logistics provider specializing in ocean transportation intermediary services for Asia and North America

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
02 04

☒ Actual

☐ Estimate

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

NV¹

PROCESSED

JUN 22 2007

THOMSON
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

¹ The Company became a Delaware corporation through a migratory merger on July 13, 2006.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Agresti, Robert A.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DeSaye, Gregory

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

MacAvery, J. Terence

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Windfield, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Coogan, William

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Shahbazian, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Klaver, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Stone, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Madden, James

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Knight, William

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Dombalis, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lee, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Wu, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

O'Neill, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

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Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DeSaye, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

One Meadowlands Plaza, East Rutherford, NJ 07073

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Han Huy Ling

Business or Residence Address (Number and Street, City, State, Zip Code)

Room 2102-3 China Insurance Group Building, 141 Des Voeus Road, Central K3, Hong Kong

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ N/A

3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer you may set forth the information for that broker or dealer only.

Raymond James & Associates, Inc.

Full Name (Last name first, if individual)

250 Park Avenue (between 46th and 47th Streets), 2nd Floor, New York, NY 10177

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]X	[CO]X	[CT]X	[DE]	[DC]	[FL]X	[GA]X	[HI]X	[ID]
[IL]X	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]X	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]X	[NM]	[NY]X	[NC]X	[ND]	[OH]	[OK]	[OR]	[PA]X
[RI]	[SC]	[SD]	[TN]	[TX]X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blanksheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$16,712,000 ²	\$16,712,500 ³
Partnership Interests.....	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 16,712,000	\$ 16,712,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	144	\$ 15,712,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only)	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ N/A
Regulation A	N/A	\$ N/A

² The convertible securities consist of (i) units including notes convertible into common stock and warrants to acquire common stock, and (ii) units consisting solely of notes convertible into common stock.

³ The Company amended and restated its senior secured convertible notes to (i) increase the principal amount of the notes by \$12.5 million of new convertible notes, (ii) pay default interest and (iii) pay a \$2 million fee (discussed below), and issued new warrants (exercisable for up to 50% of the number of shares of common stock issuable upon conversion of the notes), to the holders of the existing notes. The Company sold \$2.5 million of additional convertible notes and warrants (exercisable for up to 50% of the number of shares of common stock issuable upon conversion of the notes), on substantially the same terms, to the management of the Company. The Company issued \$712,500 of convertible notes and warrants (exercisable for up to 50% of the number of shares of common stock issuable upon conversion of the notes), to certain professionals of the Company in satisfaction of fees owed to such professionals.

In addition, in exchange for \$2 million of new convertible notes, the Company's current convertible note holders waived their existing penalties pursuant to the registration rights agreement relating to the Company's failure to cause the shares of common stock underlying the convertible notes and warrants to become registered and extended the deadline for causing such shares to be registered; and a majority of the holders of the common stock of the Company agreed to waive certain penalties pursuant to the registration rights agreement relating to the Company's failure to cause certain shares of common stock and shares of common stock underlying warrants to become registered and extended the deadline for causing such shares to be registered, in exchange for all of the participants in the Company's prior private placement of common stock receiving, pro rata, unsecured convertible notes in the aggregate principal face amount of \$1 million. For additional information, please see the Company's Quarterly Report, filed with the Securities and Exchange Commission on Form 10-Q, for the period ended March 31, 2007.

Rule 504

 N/A

\$ N/A

Total

 N/A

\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

☐ \$ 0

Printing and Engraving Costs.....

☐ \$ 0

Legal Fees

☒ \$ 223,000

Accounting Fees.....

☐ \$ 0

Engineering Fees

☐ \$ 0

Sales Commissions (specify finders' fees separately)

☐ \$ 0

Other Expenses (Commitment Fee).....

☐ \$ 0

Total

☒ \$ 223,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”


\$ 15,489,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Purchase of real estate	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Repayment of indebtedness	<input type="checkbox"/> \$ _____ 0	<input checked="" type="checkbox"/> <u>\$1,133,333</u>
Working capital	<input type="checkbox"/> \$ _____ 0	<input checked="" type="checkbox"/> <u>\$11,356,167</u>
Other (specify): <u>See footnote 3 regarding Waiver of certain penalties pursuant to registration</u>	<input checked="" type="checkbox"/> <u>\$44,518.17</u>	<input checked="" type="checkbox"/> <u>\$2,955,482</u>
<u>Rights Agreements</u>		
.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Column Totals	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>\$15,489,500</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature:	Date
Summit Global Logistics, Inc.		June 18, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Raymer McQuiston, Esq.	Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

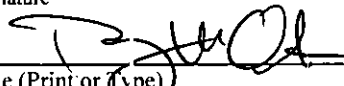
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrator, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Summit Global Logistics, Inc.	Signature 	Date June 4, 2007
Name (Print or Type) Raymer McQuiston, Esq.	Title (Print or Type) Secretary	

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) ⁴	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		X							
AR		X							
CA		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 769,230.77. Convertible Notes with the aggregate offering price of 59,905.29.	31	Convertible Notes with an aggregate principal amount of 829,136.06 and Warrants to purchase 69,930 shares of common stock.	0	0		X
CO		X	Convertible Notes with the aggregate offering price of 78,369.86.	4	Convertible Notes with an aggregate principal amount of 78,369.86.	0	0		X
CT		X	Convertible Notes with the aggregate offering price of 110,548.41.	1	Convertible Notes with an aggregate principal amount of 110,548.41.	0	0		X
DE		X							
DC		X							
FL		X	Convertible Notes with the aggregate offering price of 5,527.42.	7	Convertible Notes with an aggregate principal amount of 5,527.42.	0	0		X
GA		X	Convertible Notes with the aggregate offering price of	2	Convertible Notes with an aggregate principal amount of	0	0		X

⁴ See footnote 3.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) ⁴	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
			1,493.90.		1,493.90.				
HI		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 1,346,153.85. Convertible Notes with the aggregate offering price of 29,877.95.	1	Convertible Notes with an aggregate principal amount of 1,376,031.80 and Warrants to purchase 122,378 shares of common stock.	0	0		X
ID		X							
IL		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 144,230.77. Convertible Notes with the aggregate offering price of 34,359.63.	4	Convertible Notes with an aggregate principal amount of 178,590.40 and Warrants to purchase 13,112 shares of common stock.	0	0		X
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X							
MD		X	Convertible Notes with the aggregate offering price of 26,202.96.	3	Convertible Notes with an aggregate principal amount of 26,202.96.	0	0		X
MA		X							
MI		X							
MN		X							

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) ⁴	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MS		X							
MO		X							
MT		X							
NE		X							
NV		X							
NH		X							
NJ		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 1,331,250. Convertible Notes with the aggregate offering price of 157,158.04.	26	Convertible Notes with an aggregate principal amount of 1,488,408.04 and Warrants to purchase 121,023 shares of common stock.	0	0		X
NM		X							
NY		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 10,527,403.85. Convertible Notes with the aggregate offering price of 428,509.53.	35	Convertible Notes with an aggregate principal amount of 10,955,913.38 and Warrants to purchase 957,037 shares of common stock.	0	0		X
NC		X	Convertible Notes with the aggregate offering price of 597.56.	3	Convertible Notes with an aggregate principal amount of 597.56.	0	0		X
ND		X							
OH		X							
OK		X							

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) ⁴	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
OR		X							
PA		X	Units consisting of Convertible Notes and Warrants with an aggregate offering price of 769,230.77.	1	Convertible Notes with an aggregate principal amount of 769,230.77 and Warrants to purchase 69,930 shares of common stock.	0	0		X
RI		X							
SC		X							
SD		X							
TN		X							
TX		X	Convertible Notes with the aggregate offering price of 298.78.	1	Convertible Notes with an aggregate principal amount of 298.78.	0	0		X
UT		X							
VT		X							
VA		X							
WA		X							
WV		X							
WI		X							
WY		X							
PR		X							

END